

2-198A021

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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July 16, 1992

RECORDATION NO. **17892** FILED 1425

JUL 16 1992 - 2 35 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Memorandum of Master Equipment Lease Agreement No. 1801174 (executed as of July 13, 1992) dated as of April 24, 1992, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856

Lessee: ConAgra, Inc.
One ConAgra Drive
Omaha, Nebraska 68102

A description of the railroad rolling stock covered by the enclosed document is one (1) new Shuttle Wagon Rail Car Mover, Manufacturer Model SWX 35A and Serial Number 5M3504.

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Sidney L. Strickland, Jr.
July 16, 1992
Page Two

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq. ,
Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's
Index is:

Memorandum of Master Equipment Lease Agreement No. 1801174 dated as of
April 24, 1992 between Pitney Bowes Credit Corporation, Lessor, and
ConAgra, Inc., Lessee, covering one new Shuttle Wagon Rail Car Mover.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/16/92

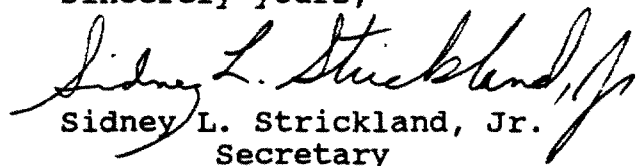
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/16/92 at 2:35pm, and assigned recordation number(s). 17892

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT

RECORDATION NO. 17892 FILED 1425

JUL 16 1992 - 2 35 PM

INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 802 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One ConAgra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day x 13th of x July 1992.

PITNEY BOWES CREDIT CORPORATION

BY: 

ITS: JOSEPH M. HEIMERL

REGION CREDIT MANAGER

CONAGRA, INC.

BY: 

ITS: x Sr. V.P. - Finance

EXHIBIT A

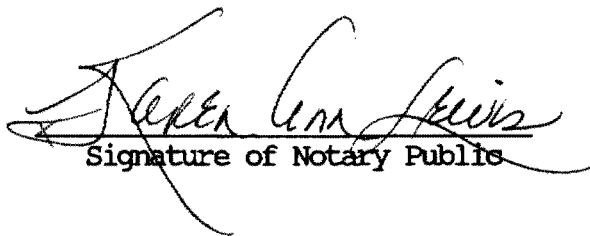
<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & SERIAL NO.</u>
1	New Shuttle Wagon Rail Car Mover	SWX35A 5M3504

ACKNOWLEDGMENT

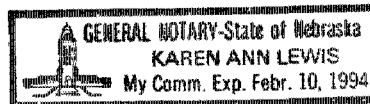
State of x Nebraska)
County of x Douglas) SS:

BEFORE ME, the undersigned notary, on this day personally appeared x L.B. Thomas, to me personally known, who, being by me duly sworn, says that he is the x Sr. V.P. - Finance of ConAgra, Inc. ("ConAgra, Inc.") that the foregoing Memorandum of Master Equipment Lease Agreement ("the "Memorandum") was signed on behalf of ConAgra by authority of its Board of Directors and that the execution of the foregoing Memorandum was the free act and deed of ConAgra, Inc.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this x 13th day of July, 1992.


Signature of Notary Public

My commission expires x 2/10/94



Seal

ACKNOWLEDGMENT

State of Illinois)
) SS:
County of Cook)

BEFORE ME, the undersigned notary, on this day personally appeared Joseph M. Heimerl, to me personally known, who, being by me duly sworn, says that he is the Region Credit Manager of Pitney Bowes Credit Corporation ("PBCC") that the foregoing Memorandum of Master Equipment Lease Agreement ("the "Memorandum") was signed on behalf of PBCC by authority of its Board of Directors and that the execution of the foregoing Memorandum was the free act and deed of PBCC.

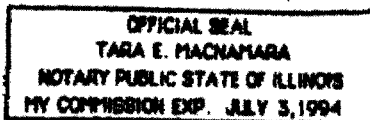
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 13th day of July, 1992.

Tara E. MacNamara

Signature of Notary Public

My commission expires

July 3, 1994



Seal